

Entity Information

Entity Name: Pathway Research and Education Corporation

Entity Email Address: tim@timlasota.com

Effective Date: 07/01/2018

Effective Time: 06:33PM

Character of Business: Other Non profit

Character of Business Sub Code:

☐ The Corporation is a unit owner's association or a planned community association subject to title 33 of the Arizona Revised Statutes.

Member Statement

☐ The Corporation will have members.

☒ The Corporation WILL NOT have members.

Statutory Agent Information

Name	Attention	Address	Email
Timothy La Sota		2198 East Camelback Road, Suite 305, 305, PHOENIX, AZ, 85016, USA	tim@timlasota.com

Known Place of Business

Attention	Address
Mark Finchem	12849 N. Bloomington Loop, ORO VALLEY, AZ, 85755, USA

Principal Information

Title	Name	Attention	Address	Email	Date Taking Office
Chairman of the Board of Directors	Mark Finchem		12849 N. Bloomington Loop, ORO VALLEY, AZ 85755, USA		7/1/2018
Director	David Stevens		1540 Jasmine Dr., SIERRA VISTA, AZ 85635, USA		7/1/2018
Director	Sondra Duncan		15011 W. Highland Ave, GOODYEAR, AZ 85395, USA		7/1/2018
Director	Matthew McKean		7349 Via Paseo Del Sur, SCOTTSDALE, AZ 85258, USA		7/1/2018

Incorporator Information

Name	Address	Email	Phone Number
Timothy La Sota	2198 East Camelback Road, Suite 305, PHOENIX, AZ 85016, USA		

Certificate of Disclosure

FELONY/JUDGEMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

Convicted of felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five year period immediately preceding the signing of this certificate?

☐ Yes

☒ No

Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five year period immediately preceding the signing of this certificate?

☐ Yes

☒ No

Subject to an injunction, judgement, decree or permanent order of any state or federal court entered within the five year period immediately preceding the signing of this certificate, involving any of the following:

- a. The violation of fraud or registration provisions of the securities law of that jurisdiction;
- b. The violation of the consumer fraud laws of that jurisdiction;
- c. The violation of the antitrust or restraint of trade laws of that jurisdiction?

☐ Yes

☒ No

BANKRUPTCY QUESTION:

Has any person (a) Who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes

☒ No

Uploaded Attachments

File Name

2018_PATHWAY Articles of Incorporation-Rev 7.30.18.pdf

Signature

By typing/entering my name, I intend to affix my electronic signature acknowledging that this electronic document is submitted in compliance with Arizona law. I certify that the information on the electronic document is true, complete, and accurate as of the date the electronic filing is submitted.

☒ I Agree

Name

Timothy La Sota

Title

Incorporator



PATHWAY RESEARCH & EDUCATION **CORPORATION**

An Arizona Non-profit Corporation

ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be PATHWAY RESEARCH & EDUCATION CORPORATION. The business of the corporation may be conducted as PATHWAY RESEARCH & EDUCATION CORPORATION or PATHWAY R & E.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

This corporation, PATHWAY RESEARCH & EDUCATION CORPORATION, is organized as a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The organization will engage in activities permissible under 501(c)(3) including research, analysis and educating the public on issues related to trade schools, universities, economic development and opportunities, the transition of enrolled students and their corresponding course of study, to employment under various governmental systems through longitudinal subject studies; and to the extent that no substantial part of the activities of the

corporation will involve propaganda, or otherwise attempting to influence legislation, except as is otherwise provided by section 501(h) of the Internal Revenue Code. No part of any activities of the organization will include participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation is interested in providing guidance to educators and policy makers on best practices that maximize quality outputs from public funding for education in mainstream courses of study in science and the humanities. One area of interest for The Corporation is on supporting K-12 education entities and institutions of higher learning. Other interests may include external taxpayer polling on a wide range of subjects related to education and governance of how taxpayer resources are spent by municipal, county and state governmental units.

3.02 Non-Profit

PATHWAY RESEARCH & EDUCATION CORPORATION is designated as a non-profit corporation. No part of the net earnings of this corporation inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

The corporation shall never be operated for the purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

PATHWAY RESEARCH & EDUCATION CORPORATION is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of PATHWAY RESEARCH & EDUCATION CORPORATION shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

PATHWAY RESEARCH & EDUCATION is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of PATHWAY RESEARCH & EDUCATION CORPORATION of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the PATHWAY RESEARCH & EDUCATION CORPORATION, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the PATHWAY RESEARCH & EDUCATION CORPORATION hereunder shall be selected by the discretion of a majority of the managing body of the PATHWAY RESEARCH & EDUCATION CORPORATION and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the PATHWAY RESEARCH & EDUCATION CORPORATION by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Arizona.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Arizona to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
BOARD OF DIRECTORS

5.01 Governance

PATHWAY RESEARCH & EDUCATION CORPORATION shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be

Mark Finchem, 12849 N. Bloomington Loop, Oro Valley, AZ, 85755

David Stevens, 1540 Jasmine Dr., Sierra Vista, AZ 85635

Sondra Duncan, 15011 W. Highland Ave., Goodyear, AZ 85395

Matthew McKean, 7349 Via Paseo Del Sur, Scottsdale, AZ 85258

ARTICLE VI
MEMBERSHIP

6.01 Membership

PATHWAY RESEARCH & EDUCATION CORPORATION shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

PATHWAY RESEARCH & EDUCATION CORPORATION
C/O Mark Finchem
12849 N. Bloomington Loop
Oro Valley, AZ 85755

The mailing address of the corporation is:

PATHWAY RESEARCH & EDUCATION CORPORATION
C/O Mark Finchem
12849 N. Bloomington Loop
Oro Valley, AZ 85755

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

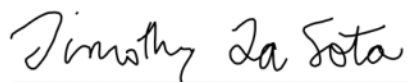
Timothy La Sota, Esq.
2198 E. Camelback Rd., STE305
Phoenix, AZ 85016

ARTICLE X

INCORPORATOR

The incorporator of the corporation is as follow:

Timothy La Sota, Esq.
2198 E. Camelback Rd., STE305
Phoenix, AZ 85016

A handwritten signature in cursive script that reads "Timothy La Sota".

Timothy La Sota

Dated: 7/30/18